AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE	J
PAGE OF PAGES	1 / 10

2. AMENDMENT/MODIFICATION NO.	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO.(If applicable)
P00002	20-Dec-2016		

6. ISSUED BY	CODE	N00039

COMMANDER, SPACE AND NAVAL WARFARE
SYSTEMS COMMAND
02 CONTRACTS
4301 PACIFIC HIGHWAY
SAN DIEGO CA 92110-3127

7. ADMINISTERED BY (If other than item 6)	CODE	S0514A

DCMA SAN DIEGO
7675 DAGGET ST SUITE 200
SAN DIEGO CA 921112241

SCD: C

8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code)

VIASAT, INC.
6155 EL CAMINO REAL
CARLSBAD CA 92009-1602

CODE   47358   FACILITY CODE

9A. AMENDMENT OF SOLICITATION NO.	
9B. DATED (SEE ITEM 11)	
X	10A. MOD. OF CONTRACT/ORDER NO. N00039-15-D-0043
X	10B. DATED (SEE ITEM 13) 21-Aug-2015

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

[ ] The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offer [ ] is extended, [ ] is not extended.

Offer must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended by one of the following methods:
(a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted;
or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS.
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(B).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
X	D. OTHER (Specify type of modification and authority) Mutual Agreement of the Parties

E. IMPORTANT: Contractor [ ] is not, [X] is required to sign this document and return   1   copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

Modification Control Number: barbakl17272

The purpose of this no cost modification is as follows:

Section B - Revise Section B-4
Section H - Revise Sections H-5 and H-41
Section J - Incorporate revised attachments

See Page 2.

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)
	PATRICIA PONCE-FELIU / CONTRACTING OFFICER
	TEL: 619-524-6378 EMAIL: patricia.poncefeliu@navy.mil

15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
_____ (Signature of person authorized to sign)		(b)(6)	20-Dec-2016

SECTION SF 30 BLOCK 14 CONTINUATION PAGE

SUMMARY OF CHANGES

SECTION SF 30 - BLOCK 14 CONTINUATION PAGE

The following have been added by full text:

The purpose of this no cost modification is as follows:
1. Section B – Revise B-4
2. Section H – Revise H-5 and H-41
3. Update Section J with revised:
    a. Attachment N – Deleted, P00002
    b. Appendix A.1.1 – Production SOW – Database Instructions Spreadsheet (Lot 17)
    c. Appendix B.1 – Production SOW – Database Instructions (Lot 17)

SECTION B - SUPPLIES OR SERVICES AND PRICES

The following have been modified:

B-4
PRICES FOR MIDS-LVT's AND SPARES (APPLICABLE TO CLINS 1001, 1002, 1004, 1005, 1007, 2001, 2002, 2004, 2005, 2007, 3001, 3002, 3004, 3005, 3007, 4001, 4002, 4004, 4005, 4007, 5001, 5002, 5004, 5005 and 5007)

(a) The MIDS-LVT Pricing Structure described herein generates the firm-fixed-prices for all quantities of SRUs, LRUs and fully configured terminals identified in each delivery order over the life of the contract. Per H-5 "Method of Selection for Issuance of Delivery Orders", the contractor may submit price improvements to its Pricing Structure at any time. The Government, however, is not obligated to accept price improvements and incorporate them into the contract.
(b) The Pricing Structure provides individual firm-fixed-prices by applying a learning curve formula with an additional rate curve to account for the potential economies of scale, or small lot sizes, with each delivery order. For each MIDS module listed in Table 1, the Pricing Structure will identify the associated learning and rate curves and the theoretical first unit price adjusted for a rate of one unit (T1R1). The learning curve value represents a combined labor and material slope.
(c) The T1R1 price for each MIDS module includes all material costs, subcontract costs, other direct costs, direct and indirect manufacturing labor costs, direct and indirect engineering labor costs, inclusive of, but not limited to, systems engineering, program management, and configuration and data management activities, other indirect costs in approved Forward Pricing Rate Agreements and profit. Other indirect costs may include General and Administrative costs and Facilities Capital Cost of Money. The Pricing Structure may include escalation.
(d) The number of individual MIDS modules and IAT&C efforts being produced for a particular delivery order will be calculated by adding the quantities of respective modules and IAT&C requirements for MIDS-LVTs and spares. Commonality between LVT(1) and LVT(2) modules will be maximized to achieve economic savings by combining common module requirements. The calculated quantity of MIDS modules to be ordered is entered into the Pricing Structure formula which then produces a firm fixed average unit price for each module **including** IAT&C effort. The IAT&C requirements for MIDS LVT **shall not** be broken out separately The average unit price of an SRU module represents the spares purchase unit price for that SRU module. The purchase unit prices for a MIDS-LVT

configuration or a spare Main Terminal LRU are calculated by summing the average unit prices for the required SRUs and IAT&C efforts to build the respective MIDS-LVT configuration or spare Main Terminal LRU.
(e) The Pricing Structure will identify the learning curve theory and formula variable definitions in Table 2.

(f) The Contractor's pricing tables, will be used to price all MIDS-LVT and spare LRUs and SRUs ordered under this contract, including all five (5) of the ordering periods, unless the Government issues a request for proposal (RFP) to the Contractor(s) that (a) calls for pricing table improvements or (b) makes changes to the current MIDS LVT requirements.

(g) If the Government modifies an order for additional quantities (emergent buy) within 180 calendar days of the previous lot buy or other order, in accordance with H-5, pricing shall be set at the previously awarded quantity unit price.

B-8
TABLE 1
MIDS Modules
Please refer to Section B-4

MIDS Modules	T1R1	Learning Curve	Rate Curve
Chassis/Harness SRU - LVT(1)			*
Internal Power Supply SRU			*
Power Amplifier Interface SRU			*
Voice SRU			*
Tailored Processor/Ground Mux SRU			*
Data Processor/Avionics Mux SRU			*
Signal Message Processor SRU**			*
RTI/Discretes SRU			*
Receiver/Synthesizer SRU			*
TACAN SRU			*
Exciter/IPF SRU			*
Remote Power Supply LRU			*
HPAG Interface Assembly LRU			*
AC Adapter LRU			*
Chassis/Harness SRU - LVT(2)/(11)			*
Data Processor/Dual ADDSI SRU - LVT(2)/(11)			*
Power Supply Assembly - LVT(2)/(11)			*
Cooling Unit LRU - LVT (2)/(11)			*
Mounting Base LRU - LVT(2)/(11)			*
Interconnect Cables – LVT(2)			*
Interconnect Cables – LVT(11)			*

* The submitted Pricing Models will be incorporated into the contract for the entire five (5) year ordering period. The offeror will submit two pricing models using the above table; one for the Block Upgrade 1 (BU1) configurations and a second for Block Upgrade 2 (BU2) configurations.
**Includes U-TVB CTIC/DS-101 Hybrid.

TABLE 2
Learning Curve
Please refer to Section B-4

Learning Curve Formula	$Y = A(X)^b(Q)^r$	
Learning Curve Theory	Unit or Cumulative Average	*
Variable	Definitions	
Y	*	
A	*	
X	*	
b	Learning Curve Slope	
Q	Delivery Order Quantity	
r	Rate Curve Slope	

*To be completed by the contractor.

NOTE: ALTHOUGH TABLES 1 AND 2 AND THEIR CONTENTS ARE INCORPORATED INTO THE CONTRACT WITH FULL FORCE AND EFFECT, THE DATA CONTAINED WITHIN THIS DOCUMENT ARE NOT DISCLOSED IN PUBLICLY DISTRIBUTED COPIES OF THIS CONTRACT DUE TO THE CONTRACTOR-SENSITIVE NATURE OF THE DATA. THE CONTENTS OF TABLES 1 AND 2 ARE CONSIDERED TO BE PROPRIETARY.

TABLE 3
Technical Data and Computer Software Rights

Table 3 – This table identifies the license rights that the Contractor will provide the U.S. Government in the technical data, computer software, and computer software documentation to be delivered under this contract. The following symbol ("—") under the price column indicates that the U.S. Government is not entitled to purchase the technical data/computer software rights associated with that CDRL. A $0 (zero) indicates that the rights noted in the table associated with that CDRL will be provided to the U.S. Government at no cost. If any of the technical data or computer software listed below is updated after it has been ordered under the contract, the Contractor shall deliver the same license rights to the updated technical data or computer software as that obtained in the original technical data and software at no additional cost to the Government

CDRL	Description	Technical Data/ Computer Software Rights Classification	Price
A001	Acceptance Test Procedures (Radio Terminal Set)		
A002	Acceptance Test Procedures (LRU)(SRU)		
A003	Production Metrics Report		
A004	Hazardous Material Summary Report		
A005	RESERVED	(b)(4)	
A006	Technical Data Package		
A007	Test Procedures (Regression Verification Procedure (RVP))		
A008	Test / Inspection Report (Regression Verification Report (RVR))		
A009	Engineering Change Proposal (ECP) Class I CCB Approvable		

A010	Notice of Revision (NOR)
A011	Engineering Change Proposal (ECP) Class I PBL
A012	Engineering Change Proposal (ECP) Class II
A013	Request For Deviation (RFD)
A014	Configuration Status Accounting Information (Configuration Management Accounting Report (CMAR))
A015	As Built Configuration List (ABCL) As-Built Configuration Data Information
A016	Data Accession List (DAL)
D001	Technical Report – Study / Services
D002	Scientific and Technical Reports (Engineering Services Performance Report)
D003	Contractor's Progress, Status and Management Report (Quarterly Technical and Cost Report for Engineering Services)
D004	Conference Agenda
D005	Conference Minutes

(b)(4)

* If the Government orders data item A006, the Government's data and software rights in that data item will be in accordance with the DFARS data and software rights clauses in the contract unless the Government and Contractor agree on data and software rights for the Government that are greater than those obtained by the Government via those DFARS clauses.

TABLE 4
WARRANTY

PRICE LIST A: WARRANTY UNIT PRICES					
	LEVEL OF COVERAGE				
	FIRST ORDERING PERIOD	**SECOND ORDERING PERIOD**	**THIRD ORDERING PERIOD**	**FOURTH ORDERING PERIOD**	**FIFTH ORDERING PERIOD**
ITEM	4 years/ no associated hours	4 years/ no associated hours	4 years/ no associated hours	4 years/ no associated hours	4 years/ no associated hours
MIDS-LVT(1) Radio Terminal Set (BU1)	(b)(4)				
MIDS-LVT(2) Radio Terminal Set (BU1)					
MIDS-LVT(3) Radio Terminal Set (BU1)					
MIDS-LVT(1) Radio Terminal Set(BU2)					
MIDS-LVT(2) Radio Terminal Set (BU2)					
MIDS-LVT(3) Radio Terminal Set (BU2)					
MIDS-LVT(1) Receiver-Transmitter LRU					
MIDS-LVT(2) Receiver-Transmitter LRU					
MIDS-LVT(3) Receiver-Transmitter LRU					
MIDS-LVT(4) Receiver-Transmitter LRU					
MIDS-LVT(6) Receiver-Transmitter LRU					
MIDS-LVT(7) Receiver-Transmitter LRU					
MIDS-LVT(11) Receiver-Transmitter LRU					
MIDS-LVT(12) Receiver-Transmitter LRU					

Chassis/Harness SRU	
Internal Power Supply SRU	
Power Amplifier Interface SRU	
DP/AV MUX SRU	
Signal Message Processor SRU	
Receiver/Synthesizer SRU	
Exciter/IPF SRU	
RTI/Discretes SRU	
TP/GND MUX SRU	
AC Adapter LRU	
Voice SRU	
TACAN SRU	
Remote Power Supply LRU	
High Power Amplifier Group (HPAG) Interface Assembly (HIA) Auxiliary LRU	
MIDS-LVT(11) Radio Terminal Set	(b)(4)
MIDS-LVT(2) Radio Terminal Set	
MIDS-LVT(11) Receiver-Transmitter LRU	
MIDS-LVT(2) Receiver-Transmitter LRU	
Chassis/Harness SRU - LVT(2)/(11) only	
Internal Power Supply (IPS) SRU – LVT(2)/(11) only	
Power Amplifier SRU – LVT(2)/(11) only	
Signal Message Processor SRU – LVT(2)/(11) only	
Receiver/Synthesizer SRU – LVT(2)/(11) only	
Exciter/IPF SRU – LVT(2)/(11) only	
RTI/Discretes SRU – LVT(2)/(11) only	
DP/Dual ADDSI SRU - LVT(2)/(11) only	
Voice SRU – LVT(11) only	
Mounting Base Auxiliary LRU - LVT(2)/(11) only	
Cooling Unit LRU - LVT(2)/(11) only	
PSA LRU - LVT(2)/(11) only	
Ancillary Set – LVT(2) only	
Ancillary Set with Voice – LVT(11) only	
BU2 LRUs AND SRUs AS APPLICABLE	
MIDS-LVT(1) Receiver-Transmitter LRU	
MIDS-LVT(2) Receiver-Transmitter LRU	
MIDS-LVT(3) Receiver-Transmitter LRU	
MIDS-LVT(4) Receiver-Transmitter LRU	
MIDS-LVT(6) Receiver-Transmitter LRU	
MIDS-LVT(7) Receiver-Transmitter LRU	(b)(5)
MIDS-LVT(11) Receiver-Transmitter LRU	
MIDS-LVT(12) Receiver-Transmitter LRU	
Chassis/Harness SRU	
Internal Power Supply SRU	
Power Amplifier Interface SRU	
DP/AV MUX SRU	

Signal Message Processor SRU
Receiver/Synthesizer SRU
Exciter/IPF SRU
RTI/Discretes SRU
TP/GND MUX SRU
AC Adapter LRU
Voice SRU
TACAN SRU
Remote Power Supply LRU
High Power Amplifier Group (HPAG) Interface Assembly (HIA) Auxiliary LRU
MIDS-LVT(11) Radio Terminal Set
MIDS-LVT(2) Radio Terminal Set
MIDS-LVT(11) Receiver-Transmitter LRU
MIDS-LVT(2) Receiver-Transmitter LRU
Chassis/Harness SRU - LVT(2)/(11) only
Internal Power Supply (IPS) SRU – LVT(2)/(11) only
Power Amplifier SRU – LVT(2)/(11) only
Signal Message Processor SRU – LVT(2)/(11) only
Receiver/Synthesizer SRU – LVT(2)/(11) only
Exciter/IPF SRU – LVT(2)/(11) only
RTI/Discretes SRU – LVT(2)/(11) only
DP/Dual ADDSI SRU - LVT(2)/(11) only
Voice SRU – LVT(11) only
Mounting Base Auxiliary LRU - LVT(2)/(11) only
Cooling Unit LRU - LVT(2)/(11) only
PSA LRU - LVT(2)/(11) only
Ancillary Set – LVT(2) only
Ancillary Set with Voice – LVT(11) only

(b)(5)

SECTION H - SPECIAL CONTRACT REQUIREMENTS

The following have been modified:
H-41

REQUIRMENTS FOR THE DELIVERY OF LVT (4) CONFIGURATION TERMINALS EXECUTING NSIO AND NCP SOFTWARE

(b)(7)e

(b)(7)e

<u>H-5</u>
METHOD OF SELECTION FOR ISSUANCE OF ORDERS

(A) Individual orders shall be placed using one of the following selection procedures:

(1) The ordering officer may request technical proposals and/or price proposals from each awardee and make award(s) to the contractor(s) whose proposal(s), represents the best value to the government. The contractor is permitted to propose improvements (e.g., performance, schedule, prices contained in or listed at "TBD" in Section B of this contract) in its quotation. "Best value" is defined as the expected outcome of an acquisition that, in the Government's estimation, provides the greatest overall benefit in response to the requirement (FAR 2.101).

(2) The ordering officer may utilize existing contract prices determined in accordance with -Section B-4 for MIDS-LVT. The contractor may propose price improvements to Section B-4 - at any time after contract award. The opportunity to propose a pricing model for the contract based on adequate price competition is considered the contractor's fair opportunity for these orders.

(3) The ordering officer may request technical proposals and/or price or cost proposals from each awardee and make award to the contractor whose proposal, represents the lowest priced technically acceptable offer.

(B) At the Government's discretion, it may order additional production terminal quantities under a previous lot buy or other order by contract modification, without further competition (emergent buy). The Government will apply the previous lot buy or other order award split, where possible, as quantities permit. Pricing shall be established in accordance with B-4(g). The previous lot buy or other order is considered the contractors' fair opportunity pursuant to FAR 16.505(b)(1) for additional quantity orders within 180 calendar days of the previous lot buy or other order. Regardless of this ability, the Government may decide to issue an RFP for the additional quantities.

(C) The Government desires continuous improvements in terminal & spares pricing via updates to the pricing structure contained in Section B-4. The Government considers a price improvement to be an updated pricing structure (e.g., learning curve in Section B-4) that results in a lower, overall terminal price. If the contractor proposes terminal and spares pricing independent of Section B-4, the Government may elect to disregard such prices even if they may be lower than prices derived from Section B-4. If determined to be the best value to the Government, the ordering officer may utilize an offeror's higher prices from an existing Section B-4 or a proposed updated Section B-4.

(D) Regardless of the selection procedures utilized, the ordering officer will consider existing prices from Section B-4 and any proposed price improvements and may consider a variety of factors, including, but not limited to:

(a) information received from the contractor(s) in response to the contracting officer's request for cost/technical proposals, if requested;

(b) past performance under this contract including all outstanding and previous delivery orders;

(c) the price and extent of technical data rights, computer software rights, and computer software documentation rights in the Technical Data Package;

(d) warranty prices;

(e) delivery rate(s).

If the ordering officer utilizes selection procedure (A)(1) or (A)(3), the RFP will specify instructions for submitting a proposal, and identify the technical factors that will be used in the evaluation. Regarding (A)(1), the RFP will also specify the relative order of importance for technical factors, and will state the relative importance of the technical factors to price. In either the (A)(1) or (A)(3) scenario, the technical factors in the

RFP may not include all of those identified in paragraph (C) above, and may include other technical factors more appropriate for the particular requirement.

(D) The ordering officer may elect not to compete the award of any particular order if one or more of the following conditions exist:

 (a) The agency need for such supplies or services is so urgent that providing the opportunity would result in unacceptable delays;

 (b) Only one contractor is capable of providing such supplies or services at the level of quality required because the supplies or services are unique or highly specialized;

 (c) For MIDS Engineering Services tasks one or both contractors may receive an award on a sole source basis because that contractor or contractors is/are capable of providing such supplies or services at the level of quality required because the supplies or services are unique or highly specialized;

 (d) The order should be issued on a sole-source basis in the interest of economy and efficiency as a logical follow-on to an order already issued under the contract, provided that all awardees were given a fair opportunity to be considered for the original order;

 (e) It is necessary to place an order to satisfy a minimum guarantee.

SECTION J - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS

The following have been modified:
 SECTION J

SECTION J - LIST OF ATTACHMENTS & EXHIBITS

ATTACHMENT "A"	Statement of Work (SOW) for MIDS LVT Production dated 02/11/2016
ATTACHMENT "B"	Small Business Subcontracting Plan dated 6/23/2015
ATTACHMENT "C"	RESERVED
ATTACHMENT "D"	Statement of Work (SOW) for MIDS Engineering Services dated 01/29/15
ATTACHMENT "E"	RESERVED
ATTACHMENT "F"	F.1-MIDS-LVT Index and Data Lists dated 02/05/2016 applicable to all BU1 and BU2 MIDS-LVT terminals ordered under the contract.
ATTACHMENT "G"	RESERVED
ATTACHMENT "H"	DD Form 254, Contract Security Classification Specification, 21 August 2015
ATTACHMENT "I"	Acceptance Test Requirements Matrix for MIDS-LVT (1) dated 03/19/15
ATTACHMENT "J"	Acceptance Test Requirements Matrix for MIDS LVT (2)/(11) dated 03/19/15

ATTACHMENT "K"	Acceptance Test Requirements Matrix for MIDS LVT (3) dated 03/27/15
ATTACHMENT "L"	RESERVED
ATTACHMENT "M"	RESERVED
ATTACHMENT "N"	Acceptance Test Requirements Matrix for MIDS LVT Terminals Executing NSIO and NCP Software dated 03/19/15 **– DELETED, P00002**
ATTACHMENT "O"	RESERVED
ATTACHMENT "P"	RESERVED
ATTACHMENT "Q"	NSA TEMPEST Questionnaire for ECPs dated 06/06/11
ATTACHMENT "R"	RESERVED
ATTACHMENT "S"	CDRL General Instructions dated 02/11/2016
ATTACHMENT "T"	RESERVED
ATTACHMENT "U"	RESERVED
ATTACHMENT "V"	RESERVED
ATTACHMENT "W"	NSA Engineering Change Proposal (ECP) Risk Assessment Panel (RAP) Questionnaire
EXHIBIT "A"	CDRLs for MIDS-LVT Production dated 02/04/2016
EXHIBIT "D"	CDRLs for MIDS-LVT Engineering Services dated 01/29/15
APPENDIX "A"	**Production SOW – Database Instructions Spreadsheet (Lot 17)**
APPENDIX "B"	**Production SOW – Database Instructions (Lot 17)**

(End of Summary of Changes)